

Tab 9

CERTIFICATE OF INCORPORATION
OF
OCEAN ENERGY CORP.

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THIS IS TO CERTIFY that there is hereby organized a corporation under and by virtue of **State Treasurer** N.J.S.A. 14A:1-1 et seq., the New Jersey Business Corporation Act.

1. The name of the corporation is OCEAN ENERGY CORP. (the "Corporation").
2. The address of the Corporation's initial registered office is Wilentz, Goldman & Spitzer, 2 Industrial Way West, Eatontown, NJ 07724. The name of the Corporation's initial registered agent at such address is Francis V. Bonello.
3. The purpose for which the Corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act, N.J.S.A. 14A:1-1 et seq.
4. The aggregate number of shares which the Corporation shall have the authority to issue is Two Thousand Five Hundred (2,500) shares of common stock without par value.
5. The number of directors constituting the initial Board of Directors of the Corporation shall be one (1). Thereafter, the Board of Directors of the Corporation shall be one (1) or more members. The name and address of the person who is to serve as the initial director follow:

NAME

Charles J. Hesse, III

ADDRESS

12 Beacon Hill Road, Box 236
Leonardo, NJ 07737

62377940 (119471.001)

51321596

J2533885

0600184254

6. A director or officer shall not be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders, except that this provision shall not relieve a director or officer from liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Corporation or its shareholders, (b) not in good faith or involving a knowing violation of law, or (c) resulting in receipt by such person of an improper personal benefit. In this regard the Corporation shall indemnify a director or officer against his or her expenses in connection with any proceeding by or in the right of the Corporation to procure a judgment in its favor which involves the director or officer by reason of his or her being or having been such a director or officer, if he or she acted in good faith and in a manner he or she believed to be in, or not opposed to, the best interest of the Corporation.

7. The name and address of the incorporator follow:

Francis V. Bonello
Wilentz, Goldman & Spitzer
2 Industrial Way West
Exton, NJ 07724

IN WITNESS WHEREOF, the undersigned incorporator, being over the age of twenty-one years, has signed this certificate this 5th day of November, 2003.


FRANCIS V. BONELLO
Incorporator